

AUG 29 '97

2-00AM

ALVORD AND ALVORD

ATTORNEYS AT LAW

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SUITE 200

WASHINGTON, D.C.

20006-2973

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

AUG 29 1 59 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

August 29, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Complete Termination and Release of Security Interests and Lease, dated as of August 27, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement previously filed with the Commission under Recordation Number 13250.

The names and addresses of the parties to the enclosed document are:

Secured Party: LaSalle National Bank  
135 South LaSalle Street  
Chicago, Illinois 60603

Debtor: ALLIEDSIGNAL Inc.  
101 Columbia Road  
Morristown, New Jersey 07962

A description of the railroad equipment covered by the enclosed document is set forth on Schedule A attached to the Termination and Release.

Mr. Vernon A. Williams  
August 29, 1997  
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

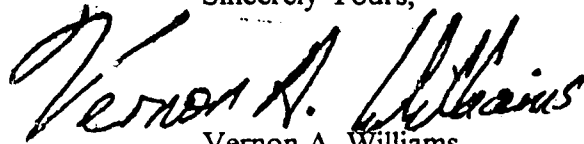
Robert W. Alvord  
918 Sixteenth St., NW  
Suite 200  
Washington, DC 20006-2973

DATE: 8/29/97

Dear

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 8/29/97 at 2:00 pm, and  
assigned recordation number(s). 13250-D

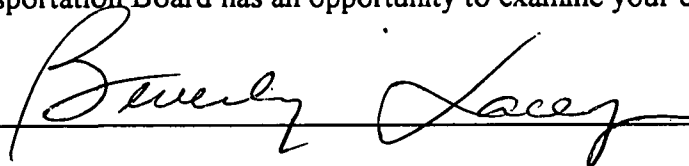
Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount paid.  
In the event of an error or any questions concerning this fee, you will receive a notification after  
the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 13250-4

FILED

AUG 29 '97

2-00AM

**COMPLETE TERMINATION AND RELEASE  
OF SECURITY INTERESTS AND LEASE**

AUG 29 '97

FILED

2-00AM

**WHEREAS**, by a Conditional Sale Agreement, dated as of August 1, 1981 (the "CSA") Richmond Tank Car Company and General American Transportation Corporation ("Manufacturer") agreed to sell to Exchange National Bank of Chicago ("Exchange"), as Trustee, certain railroad equipment described in Schedule A hereto ("Equipment");

**WHEREAS**, by an Agreement and Assignment, dated as of August 1, 1981 (the "Assignment") the Manufacturers assigned their interests in the CSA to LaSalle National Bank ("LaSalle"), as Agent.

**WHEREAS**, by a Lease of Railroad Equipment, dated as of August 1, 1981 (the "Lease") between Exchange and Allied Corporation ("allied"), Exchange leased the Equipment to Allied subject to the rights of La Salle under the CSA.

**WHEREAS**, by Assignment of Lease and Agreement, dated as of August 1, 1981 (the "Agreement"), Exchange assigned its rights under the Lease as collateral security to LaSalle.

**WHEREAS**, the CSA, the Assignment, the Lease and the Agreement were filed and recorded with the Interstate Commerce Commission on September 30, 1981 and assigned Recordation Numbers 13250, 13250-A, 13250-B and 13250-C, respectively.

**WHEREAS**, LaSalle National Bank is successor by merger to Exchange National Bank of Chicago as owner trustee U/T/A dated as of August 1, 1981 and ALLIEDSIGNAL INC. is successor to Allied Corporation

**WHEREAS**, the parties hereto desire to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA, the Assignment, the Lease and the Agreement.

**NOW THEREFORE**, in consideration of the premises, it is agreed:

The parties hereto do acknowledge and confirm for the public record the satisfaction and release of all rights, obligations and security interests of the parties in the Equipment arising under the CSA, the Assignment, the Lease and the Agreement.

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301 and may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and together shall constitute but one and the same instrument.

**IN WITNESS WHEREOF**, the parties hereto have executed or caused this Instrument to be executed as of the 29 day of August, 1997

[Execution and Acknowledgment on Next Page]

LASALLE NATIONAL BANK, As Successor  
Owner-Trustee to Exchange National Bank of  
Chicago

By: *Sarah H. Webb*  
Name: SARAH H. WEBB  
Title: First Vice President

LASALLE NATIONAL BANK, as Agent

By: *Sarah H. Webb*  
Name: SARAH H. WEBB  
Title: First Vice President

ALLIEDSIGNAL INC. as successor to Allied  
Corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

State of IL )  
County of Cook ) ss:

On this 28<sup>th</sup> day of August, 1997, before me personally appeared  
SARAH H. WEBB, to me personally known who, being by me duly sworn, says  
that he/she is First Vice President of LaSalle National Bank, as successor trustee to Exchange  
National Bank of Chicago that the foregoing instrument was signed on behalf of said company by  
authority of its board of directors, and he/she acknowledged that the execution of the foregoing  
instrument was the free act and deed of said company.



*Nancy Bowen*  
Notary Public

My Commission Expires: 9/5/99

State of IL )  
County of Cook ) ss:

On this 28<sup>th</sup> day of August, 1997, before me personally appeared SARAH H. WEBB, to me personally known who, being by me duly sworn, says that he/she is First Vice President of LaSalle National Bank, as Agent that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Bowen  
Notary Public

My Commission Expires: 9/5/97

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss:

On this \_\_\_\_\_ day of \_\_\_\_\_, 1997, before me personally appeared \_\_\_\_\_, to me personally known who, being by me duly sworn, says that he/she is \_\_\_\_\_ of AlliedSignal Inc. as successor to Allied Corporation, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

LASALLE NATIONAL BANK, As Successor  
Owner-Trustee to Exchange National Bank of  
Chicago

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

LASALLE NATIONAL BANK, as Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ALLIEDSIGNAL INC. as successor to Allied  
Corporation

By: John W. Gambler  
Name: John W. Gambler, Jr.  
Title: Assistant Treasurer

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss:

On this \_\_\_\_\_ day of \_\_\_\_\_, 1997, before me personally appeared \_\_\_\_\_, to me personally known who, being by me duly sworn, says that he/she is \_\_\_\_\_ of LaSalle National Bank, as successor trustee to Exchange National Bank of Chicago that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

06/21/97 NEW 10:20 FAX 401 210 0492  
FEEB:001100  
010

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss:

On this \_\_\_\_\_ day of \_\_\_\_\_, 1997, before me personally appeared \_\_\_\_\_, to me personally known who, being by me duly sworn, says that he/she is \_\_\_\_\_ of LaSalle National Bank, as Agent that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

State of New Jersey )  
County of Morris ) ss:

On this 27 day of August, 1997, before me personally appeared John W. Gamble, Jr., to me personally known who, being by me duly sworn, says that he/she is Assistant Treasurer of AlliedSignal Inc. as successor to Allied Corporation, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Duty Shuckelford  
Notary Public  
My Commission Expires: \_\_\_\_\_

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NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires May 1, 2001



Attached to and made part of the following:

SCHEDULE A  
Complete Termination and Release of Security  
Interests and Lease

With: ALLIEDSIGNAL INC.

QTY	Location, Vendor, Description	Identification No.	AAR Mechanical Designation
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23      used 23,700 gallon non-jacketed  
acid pressure tank cars

ACTX 423000  
ACTX 423001  
ACTX 423002  
ACTX 423003  
ACTX 423004  
ACTX 423005  
ACTX 423006  
ACTX 423007  
ACTX 423008  
ACTX 423009  
ACTX 423010  
ACTX 423011  
ACTX 423012  
ACTX 423013  
ACTX 423014  
ACTX 423015  
ACTX 423016  
ACTX 423017  
ACTX 423018  
ACTX 423019  
ACTX 423020  
ACTX 423021  
ACTX 423022

112-S-400W

FLEET CAPITAL CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

LaSalle National Bank as successor trustee  
to Exchange National Bank of Chicago

By:  \_\_\_\_\_

Name: **SARAH H. WEBB**  
First Vice President

Title: \_\_\_\_\_

Attached to and made part of the following:

SCHEDULE A  
Complete Termination and Release of Security  
Interests and Lease

With: ALLIEDSIGNAL INC.

QTY	Location, Vendor, Description	Identification No.	AAR Mechanical Designation
-----	-------------------------------	--------------------	----------------------------

17 used 20,798 gallon coil insulated  
coal tar products tank cars

ACTX 420112  
ACTX 420113  
ACTX 420114  
ACTX 420115  
ACTX 420116  
ACTX 420117  
ACTX 420118  
ACTX 420119  
ACTX 420120  
ACTX 420121  
ACTX 420122  
ACTX 420123  
ACTX 420124  
ACTX 420125  
ACTX 420126  
ACTX 420127  
ACTX 420128

111-A-100W-2

FLEET CAPITAL CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

LaSalle National Bank as successor trustee  
to Exchange National Bank of Chicago

By:  \_\_\_\_\_

Name: SARAH H. WEBB  
First Vice President

Title: \_\_\_\_\_